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LAW OFFICES OF
MITCH DEVER, P.A.

1813 THOMAS DRIVE
PANAMA CITY BEACH, FLORIDA 32408

MITCH DEVER

ADMITTED
TO PRACTICE
IN FLORIDA & ALABAMA

P.O. BOX 9811
PANAMA CITY BEACH, FL 32417

PHONE (850) 234-5555
FAX (850) 234-7677

September 26, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32313

Re: L&S Partners, LLC - Articles of Organization for
Florida Limited Liability Company

Gentlemen:

Enclosed please find the original and one copy of the Articles
of Organization for Florida Limited Liability Company for the
above-referenced corporation and my check in the amount of \$250.00.

Sincerely,

Mitch Dever

SMD/md
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

L&S PARTNERS, LLC

The undersigned, for the purpose of organizing a Florida Limited Liability Company, under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization:

ARTICLE I - NAME

The name of the Limited Liability Company is L&S Partners, LLC.

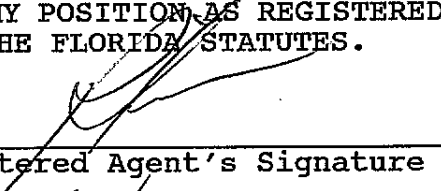
ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is 109 Rose Coral Drive in Panama City Beach, Florida 32408.

ARTICLE III - REGISTERED AGENT

The name and the Florida street address of the registered agent is Rick Senner whose street address is 109 Rose Coral Drive in Panama City Beach, Florida 32408.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT AS PROVIDED FOR IN CHAPTER 608 OF THE FLORIDA STATUTES.



Registered Agent's Signature

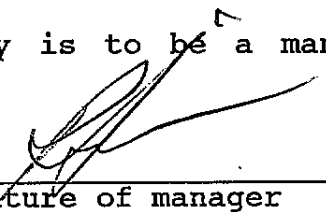
9/25/00

Date

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OCT - 25 - 2000
SECRETARY OF STATE
PALM BEACH COUNTY
FLORIDA

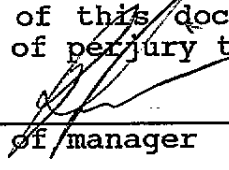
ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be a manager-managed company.



Signature of manager

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



Signature of manager

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TALLAHASSEE, FLORIDA